



บริษัท สโตนวัน จำกัด (มหาชน)

Stone One Public Company Limited

29 อาคาร บางกอกบิสซิเนสเซ็นเตอร์ ชั้น 14 ถนนสุขุมวิท 63 แขวงคลองตันเหนือ เขตวัฒนา กรุงเทพฯ 10110

29 Bangkok Business Center 14 Fl. Sukhumvit 63 Road Klongton Nua Wattana Bangkok 10110

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(Translate)

Stone One Public Company Limited

Announcement regarding the Charter of the Board of Directors

The Extraordinary General Meeting of Shareholders No. 4/2013 held on December 11, 2013 approved the scope of powers, duties, and responsibilities of the Board of Directors of Stone One Public Company Limited and reviewed at the Board of Directors' meeting regularly. The Board meeting of the Company No. 6/2019 held on November 14, 2019 reviewed and approved the amendment of the Charter of the Board of Directors as follows:

1. Composition and appointment of the Board of Directors

- 1) The Board of Directors consists of the number of directors determined by the shareholder meeting. But the number must not be less than 5 (five) people. In addition, the Board of Directors must have independent directors of not less than 1 (one) out of 3 (three) of the total number of directors. But not less than 3 (three) people.
- 2) The Company's Board of Directors will select and nominate individuals who have appropriate qualifications and comply with relevant regulations and laws to serve as Company Directors for the Board of Directors to consider and elect as directors to fill vacant director positions or for the Board of Directors to consider and present names to the shareholder meeting for further election, as the case may be. According to the conditions and criteria specified by the company's regulations, laws, or related regulations.

In the case where the Board of Directors appoints a sub-committee to perform the duty of selecting the said sub-committee will select and nominate individuals with suitable qualifications to hold the position of company director for the board of directors and/or shareholder meeting to consider and elect.

- 3) The Board of Directors elects 1 (one) director to be the Chairman of the Board of Directors. The chairman of the board of directors should be an independent director and not the same person as the top executive In order to separate duties in setting regulatory policies and managing routine work.
- 4) One (one) out of three (three) directors of the Board of Directors must leave office at every annual general meeting of shareholders. The director who has been in office the longest is the one who retires from office. In the case where the directors who will vacate the position cannot be divided exactly one-third. The number nearest to one-third shall be used. However, directors who retire from office may be elected to new positions and there is no limit on the number of consecutive terms to hold office.

2. Qualifications of company directors

- 1) The person must be knowledgeable and competent, honest, upright, possess integrity in conducting business, and be willing to dedicate their time, knowledge, skills, and fulfill their duties as a company director.



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2) The individual must possess qualifications and not have characteristics prohibited by laws related to public limited companies and other relevant laws. Additionally, they must not exhibit characteristics that indicate a lack of suitability to be entrusted with managing business operations as stipulated by the Securities and Exchange Commission or the Stock Exchange of Thailand.

3) Independent directors have the following qualifications:

A. Hold shares not exceeding 1 percent (one) of the total number of shares with voting rights of the company, parent company, subsidiary company, associated company, major shareholder. or those with controlling authority of the company, including the shareholding of related persons of that independent director as well.

B. Not be or have ever been a director who participates in management, an employee, an employee, or an advisor who receives a regular salary. or a controlling person of the company, parent company, subsidiary company, associated company, same level subsidiary company Major shareholders or the controlling person of the company Unless it has been free from having the aforementioned characteristics for not less than 2 (two) years.

C. Not be a person related by blood or legal registration in the manner of father, mother, spouse, sibling, and child, including the spouse of a child, of an executive, a major shareholder controlling person or a person nominated as an executive or controlling person of the company or subsidiary.

D. Do not have or have ever had a business relationship with the company, parent company, subsidiary or associated company. Major shareholders or the controlling person of the company in a manner that may impede the exercise of one's independent judgment Including not being or having never been a significant shareholder or controlling person of a person who has business relationships with the company, parent company, subsidiary company, associated company, or major shareholder or the controlling person of the company Unless it has been free from having the aforementioned characteristics for not less than 2 (two) years.

Business relationships according to paragraph one including commercial transactions that are normally done for business operations. Renting or leasing real estate Transactions regarding assets or services or giving or receiving financial assistance By receiving or granting a loan, collateral, or giving assets as collateral for debts including other similar circumstances As a result, the company or the contracting party has a debt that must be paid to the other party. From 3 percent (three) of the net tangible assets of the company or from 20,000,000 baht (twenty million baht) or more, whichever is lower the calculation of such debt burden shall be in accordance with the method for calculating the value of the transaction. that are related in accordance with the announcement of the Capital Market Supervisory Board regarding the criteria for conducting connected transactions, mutatis



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- mutandis, but in considering such debt burden Include debt obligations incurred during 1 (one) year before the date of business relationship with the same person.
- E. Not being or having been an auditor of the company, parent company, subsidiary company, associated company, major shareholder. or the controlling person of the company and not being a significant shareholder controlling person or managing partner of an auditing firm which includes the auditors of the company, parent company, subsidiaries, associated companies, and major shareholders or the controlling person of the company affiliated with Unless it has been free from having the aforementioned characteristics for not less than 2 (two) years.
- F. Is not or has ever been a professional service provider, including providing services as a legal advisor or financial advisor. which receives service fees in excess of 2,000,000 baht (two million baht) per year from the company, parent company, subsidiary company, associated company, major shareholder or the controlling person of the company and not being a significant shareholder controlling person or a partner of that professional service provider as well Unless it has been free from having the aforementioned characteristics for not less than 2 (two) years.
- G. Not being a director appointed to represent the company's directors Major shareholders or shareholders who are related to the major shareholders of the company
- H. Do not operate a business that has the same nature and is in significant competition with the business of the Company or its subsidiaries or not being a significant partner in the partnership or directors who are involved in management, employees, employees, consultants who receive a regular salary or holding shares exceeding 1 percent (one) of the total number of shares with voting rights of another company which operates a business that has the same nature and is in significant competition with the business of the Company or its subsidiaries.
- I. Not having any other characteristics that prevent him from giving independent opinions regarding the company's operations, such as business partners, creditors, business partners, etc., which may cause conflicts of interest (Conflict of Interest).
- J. Have knowledge and understand the nature of the company's business very well. Including having knowledge and abilities that are beneficial to the company's business operations
- K. Independent directors must report to the Board of Directors. Immediately if you see that there is any incident that may cause him to lose his independence as an independent director
- 4) Other directorships of directors So that the directors have time to perform their duties fully. Therefore, each director is required to hold the position of director in not more than 5 (five) listed companies, unless approved by the Board of Directors or shareholders, as the case may be. Directors are responsible for disclosing information about their holding of directorships in other companies to the Board of Directors acknowledge



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In addition, in the case where the company's senior executives serve as directors at other companies. Executives have a duty to disclose to the Board of Directors.

3. Orientation for newly appointed directors

The company provides orientation for new directors. To allow new directors to be informed of the company's business policy including relevant information such as capital structure, shareholders, operating results including various laws and regulations

4. Duties and responsibilities of the Board of Directors

- 1) Supervise the Company's operations for the best benefit of shareholders (Fiduciary Duty) by performing duties with care and caution. Honest Comply with the law, objectives, regulations, and shareholder meeting resolutions. Including following the principles of good corporate governance and the company's code of ethics. Including the disclosure of information on various matters. to shareholders and stakeholders accurately, completely, and transparently
- 2) Collaborate with the management team to set the company's vision, mission, and business operations policy. For stability and balanced and sustainable benefits of all parties involved. Including continually increasing shareholder value
- 3) Determine the organizational structure Organizational management power Including appointment, hiring, transfer, determination of wages, compensation, bonuses for executive level employees. and termination
- 4) Consider and discuss the strategic plans proposed by the management and approve important issues related to the company's direction and policy. Including considering and approving the budget. Various investments, debt creation, human resource management and performance goals, etc.
- 5) Dedicate yourself and your time without seeking benefits for yourself or anyone else. and do not take any action that conflicts or competes with the Company's interests
- 6) Consider cases regarding conflicts of interest carefully and transparently.
- 7) Manage the company in accordance with the law, objectives, and regulations of the company and resolutions of the shareholders' meeting with honesty and care to protect the interests of the company.
- 8) Follow the code of conduct and good practices for directors of listed companies According to the guidelines of the Stock Exchange of Thailand and the Securities and Exchange Commission.
- 9) Be the person who supervises and follows up on the performance measurement of the company. By requiring regular reporting of operating results. Including providing policies for developing and improving business operations as well as the development of the company's personnel.
- 10) Establish clear and appropriate work regulations. and to have a transparent internal control system effective and have appropriate risk management
- 11) Supervise the inspection. both from internal auditors and external auditors To perform duties effectively
- 12) Encourage employees at all levels to be conscious of ethics and morality. Realizing the importance of internal control and audit systems to reduce the risk of corruption and misuse of power. Including preventing illegal acts.



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- 13) Consider delegating authority to the management to operate the business within the approved budget and monitor and evaluate it to be in line with the plan.
- 14) Has the power to appoint various sub-committees. Including determining the scope of powers, duties and responsibilities of the subcommittee.
- 15) Be aware of the roles, duties and responsibilities of the committee. Respect the rights of shareholders Treat shareholders and other stakeholders fairly. There is transparency in operations and supervise the communication and disclosure of information on various matters to all stakeholders correctly and appropriately.
- 16) Follow up on the company's operations and progress in achieving the Company's objectives. Compliance with the law work regulations and related policies
- 17) Set, create, and follow corporate governance policies. Business ethics Anti-corruption policy Charter of the Board of Directors and Sub-Committees as well as various related practices and consider and review the policy and compliance with said policy regularly at least 1 (one) time per year.
- 18) Establish risk management policies to cover the entire organization. The senior executives are responsible for implementing the policy and reporting it to the board on a regular basis and review the system or evaluate the effectiveness of risk management at least 1 (one) time per year.
- 19) Consider and evaluate the performance of the Board of Directors. Subcommittee Chairman top executive including supervising the company there is an effective process for evaluating the performance of senior management.
- 20) Attend the Board of Directors' meeting and the shareholders' meeting. Except in the case of force majeure. Directors who are unable to attend the meeting must notify the chairman or secretary of the committee in advance of the meeting.

In performing its duties, the Board of Directors may seek advice from external independent consultants or experts in other professions. If it is considered necessary and appropriate.

5. Board of Directors Meeting

- 1) The Company has scheduled the Board of Directors' meetings for the regular meeting period in advance. and notify each director
- 2) The Board of Directors will meet regularly at least quarterly and additional special meetings as necessary. By calling each meeting of the committee to the chairman or Chief Executive Officer or the person assigned Send the meeting invitation letter to the directors not less than 7 (seven) days before the meeting date. Except in urgent cases to preserve the rights or benefits of the company, notice of the meeting may be made by other means and the meeting date may be set earlier than that.
- 3) Two or more directors may request the Chairman to convene a meeting of the Board of Directors. In the case where 2 (two) or more directors request The Chairman of the Board shall set the meeting date within 14 (fourteen) days from the date of receipt of the request.
- 4) At the board meeting there must be no less than half of the total number of directors present at the meeting. Therefore there will be a quorum.



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- 5) Chairman of the Board of Directors acting as the chairman of the meeting in the case where the Chairman of the Board is not present at the meeting or unable to perform duties. If there is a vice chairman, the Vice Chairman shall be the Chairman. If there is no Vice Chairman or unable to perform duties the committee members present at the meeting shall select one committee member to be the chairman of the meeting.
- 6) Voting at the meeting a majority shall be considered. One director has one vote, except that directors who have an interest in a matter do not have the right to vote on that matter. In the case of equal votes, the chairman of the meeting shall cast an additional vote as the deciding vote.

This shall come into effect from 1 January 2020 onwards.

(Mr.Songwut Vejjanukroh)

Director and Chief Executive Officer

As assigned by the Board of Directors of

Stone One Public Company Limited.

The Board of Directors of Stone One Public Company Limited as of 1 January 2020 consists of

- | | | |
|------------------|------------|---------------|
| 1. Mr.Jarerat | Pingclasai | Chairman |
| 2. Mr. Ikuo | Ano | Vice Chairman |
| 3. Mr. Yohei | Ano | Director |
| 4. Mr. Jareonrat | Pingclasai | Director |



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5. Mr.Songwut	Vejjanukroh	Director
6. Mr. Kittanan	Pingclasai	Director
7. Mr. Phitsanu	Thupthong	Independent Director and Audit Committee Member
8. Dr. Kwanrat	Suanpong	Independent Director and Audit Committee Member